

Objection Deadline: October 31, 2008 @ 4:00 p.m.
Hearing Date: November 5, 2008 @ 10:00 a.m.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: :
LEHMAN BROTHERS HOLDINGS INC., et al.: Case No. 08-13555 (JMP)
: :
Debtors. : (Jointly Administered)
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**APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF LEHMAN BROTHERS HOLDINGS INC., ET AL.,
FOR ORDER UNDER 11 U.S.C. §§ 328(a) AND 1103, FED. R. BANKR. P.
2014, AND S.D.N.Y. LBR 2014-1, AUTHORIZING EMPLOYMENT AND
RETENTION OF FTI CONSULTING INC., AS ITS
FINANCIAL ADVISOR AS OF SEPTEMBER 17, 2008**

TO THE HONORABLE JAMES M. PECK,
UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Unsecured Creditors (the “Committee”), appointed in the above-captioned chapter 11 cases of Lehman Brothers Holdings Inc. (“LBHI”), and its affiliated debtors and debtors in possession (collectively, the “Debtors” and together with their non-debtor affiliates, “Lehman”) hereby applies (the “Application”) for an order, under sections 328(a) and 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 2014-1 of the Local Bankruptcy Rules for the District of New York (the “Local Rules”), authorizing the employment and retention of FTI Consulting, Inc. (“FTI”), as financial advisors to the Committee effective as of September 17, 2008. The facts and circumstances supporting this Application are set forth in the Affidavit of Michael Eisenband, Senior Managing Director with FTI, in support of this Application, attached hereto as Exhibit A (the “Eisenband Affidavit”).

BACKGROUND

1. Chapter 11 Filings. On September 15, 2008, LBHI filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “Initial Petition Date”). Thereafter, on September 16, 2008, LB 745 LLC filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code; on September 23, 2008, PAMI Statler Arms LLC filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code; on October 3, 2008, each of Lehman Brothers Commodity Services Inc., Lehman Brothers Special Financing Inc., Lehman Brothers OTC Derivatives Inc., and Lehman Brothers Finance, S.A. filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code; and on October 5, 2008, each of Lehman Brothers Derivative Products Inc., Lehman Commercial Paper Inc., Lehman Brothers Commercial Corporation, Lehman Brothers Financial Products Inc., Fundo de Investimento Multimercado Credito Privado, Lehman Scottish Finance L.P., CES Aviation LLC, CES Aviation V LLC, CES Aviation IX LLC, and East Dover Limited filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (references to the “Petition Date” shall mean the date a particular Debtor filed its petition). The cases of each of the other Debtors have been consolidated for procedural purposes with that of LBHI.

2. Committee. On September 17, 2008, the United States Trustee filed the Appointment of Committee of Unsecured Creditors (docket no. 62), and thereby appointed the Creditors’ Committee consisting of: (i) Wilmington Trust Company, as Indenture Trustee; (ii) The Bank of NY Mellon; (iii) Shinsei Bank, Limited; (iv) Mizuho Corporate Bank, Ltd., as Agent; (v) The Royal Bank of Scotland, PLC; (vi) Metlife; and (vii) RR Donnelley & Sons. On September 17, 2008, the Creditors’ Committee duly selected Milbank as counsel to represent it during the pendency of the Debtors’ chapter 11 cases and selected FTI to provide

certain financial advisory services as described herein. RR Donnelley & Sons and The Royal Bank of Scotland, plc subsequently resigned as members of the Committee and on October 3, 2008, the United States Trustee filed the First Amended Appointment of Committee of Unsecured Creditors (docket no. 592) appointing The Vanguard Group Inc. and Aegon USA Investment Management as additional members of the Committee.

3. Jurisdiction. This Court has jurisdiction over this Application under 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Judges of the United States District Court for the Southern District of New York (Ward, Acting C.J.), dated July 10, 1984. This matter constitutes a core proceeding as that term is defined in 28 U.S.C. § 157(b). Venue of the Debtors' chapter 11 cases and this Application is proper in this district under 28 U.S.C. §§ 1408 and 1409.

4. No other official committees have been appointed or designated in these chapter 11 cases.

RELIEF REQUESTED

5. The Committee seeks authority to retain and employ FTI as its financial advisor in these chapter 11 cases. By this Application, the Committee requests that the Court enter an order authorizing the Committee to retain and employ FTI effective as of September 17, 2008, for the purpose of providing necessary financial advisory services to the Committee in connection with the above-captioned cases pursuant to the terms set forth herein and/or the Eisenband Affidavit (such terms constituting the "Engagement").

APPLICABLE AUTHORITY

6. Section 1103(a) of the Bankruptcy Code provides, in relevant part, that the Committee, with the Court's approval, "may select and authorize the employment by such

committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee.” 11 U.S.C. § 1103(a).

7. In addition, section 328(a) of the Bankruptcy Code provides, in relevant part, that the Committee:

may employ or authorize the employment of a professional person under section 327 or 1103 of this title, as the case may be, on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis. Notwithstanding such terms and conditions, the court may allow compensation different from the compensation provided under such terms and conditions after the conclusion of such employment, if such terms and conditions prove to have been improvident in light of developments not capable of being anticipated at the time of fixing such terms and conditions.

11 U.S.C. § 328(a).

8. Bankruptcy Rule 2014 provides, in relevant part, as follows:

An order approving the employment of . . . professionals pursuant to . . . § 1103 . . . of the Code shall be made only on application of the trustee or committee.

Fed. R. Bankr. P. 2014.

9. Local Bankruptcy Rule 2014-1 provides, in relevant part, as follows:

An application for the employment of a professional person pursuant to §§ 327 and 328 of the Bankruptcy Code shall state the specific facts showing the reasonableness of the terms and conditions of the employment, including the terms of any retainer, hourly fee or contingent fee arrangement.

S.D.N.Y. LBR 2014-1.

FTI'S QUALIFICATIONS

10. FTI is a leading global business advisory firm with over 50 offices worldwide and more than 1,900 professionals. FTI's corporate finance/restructuring segment, which has more than 400 professionals, is one of the leading advisors to companies, directors,

creditors, acquirers, and other parties-in-interest involved in financially troubled companies both in and outside bankruptcy.

11. The Committee has selected FTI to act as its financial advisor in these cases based on FTI's extensive knowledge, reputation and expertise in the restructuring field, its understanding of the issues involved in chapter 11 cases, and the depth of resources it can deploy in these cases .

12. The Committee believes that FTI's employment is in the best interests of the Committee and all unsecured creditors. Because of FTI's experience in business reorganizations, the Committee believes that FTI is exceptionally well qualified to serve as its financial advisor in these cases.

SERVICES TO BE PROVIDED BY FTI

13. All of the services that FTI will provide to the Committee will be:
(i) appropriately directed by the Committee so as to avoid duplicative efforts among the professionals retained in the case, and (ii) performed in accordance with applicable standards of the profession. Pursuant to the terms of the Engagement, the services to be provided by FTI to the Committee in these chapter 11 cases are expected to include the following:

- Assistance to the Committee in the review of financial related disclosures required by the Court, including the Schedules of Assets and Liabilities, the Statement of Financial Affairs and Monthly Operating Reports;
- Assistance with a review of the Debtors' short-term cash management procedures and monitoring of cash flow;
- Assistance with a review of the Debtors' employee benefit programs, including key employee retention, incentive, pension and other post-retirement benefit plans;
- Assistance and advice to the Committee with respect to the Debtors' identification of core business assets and the disposition of assets or liquidation of unprofitable operations;

- Assistance with a review of the Debtors' performance of cost/benefit evaluations with respect to the affirmation or rejection of various executory contracts and leases;
- Assistance in the evaluation of the Debtors' operations and identification of areas of potential cost savings, including overhead and operating expense reductions and efficiency improvements;
- Review of historical and current accounting practices, including intercompany allocations, to assess their reasonableness and to determine actual versus reported financial performance;
- Assistance in the review of the Debtors' corporate ownership and capital structure as it impacts potential claims various entities and creditor recoveries;
- Assistance in the review of financial information distributed by the Debtors to creditors and others, including, but not limited to, cash flow projections and budgets, cash receipts and disbursement analysis, analysis of various asset and liability accounts, and analysis of proposed transactions for which Court approval is sought;
- Assistance to the Committee with information and analysis, as it relates to other services described herein, required pursuant to any Debtor in Possession financing including, but not limited to review of borrowing base calculations and financial covenants;
- Attendance at meetings and assistance in discussions with the Debtors, potential investors, banks, other secured lenders, the Committee and any other official committees organized in these chapter 11 proceedings, the U.S. Trustee, other parties in interest and professionals hired by the same, as requested;
- Coordination with Alvarez & Marsal, proposed financial advisor for the Debtors, and the Debtors' other advisors in the review of the Debtors' operations and financial information as appropriate and necessary to benefit the Committee;
- Assistance in the review and/or preparation of information and analysis necessary for the confirmation of a plan in these chapter 11 proceedings;
- Assistance in the evaluation and analysis of avoidance actions, including fraudulent conveyances and preferential transfers, and in the review of potential claims levels and the Debtors' reconciliation/estimation process;
- Assistance with various tax matters including, but not limited to, the impact of the Debtors' claims and equity trading and tax issues related to a plan of reorganization;
- Litigation advisory services with respect to accounting and tax matters, along with expert witness testimony on case related issues as required by the Committee; and

- Render such other general business consulting or such other assistance as the Committee or its counsel may deem necessary that are consistent with the role of a financial advisor and not duplicative of services provided by other professionals in this proceeding.

14. The Committee is also seeking to retain and employ Houlihan Lokey Howard & Zukin Capital, Inc., ("Houlihan") as its investment banker. Houlihan's services will primarily include, but are not limited to, financial modeling, valuation analysis, the review and analysis of the Debtors' capital structure and business operations, the winding-down of the Debtors' trading book, the evaluation of asset sales and the assessment, evaluation and/or formation of a plan and its accompanying disclosure statement. Due to the complexity of the Debtors' chapter 11 proceedings, and the nature and scope of the Debtors' assets and business operations, FTI does not have the specialization to provide those services it is contemplated will be provided by Houlihan. To the extent that the scope and types of services provided by FTI and Houlihan, or any other professional retained and employed by the Committee (the "Additional Professionals"), may overlap, FTI will undertake to coordinate its services to the Committee with those of Houlihan or the Additional Professionals to minimize any potential duplication in the services provided and any potential burden on the Debtors and their professionals. It is anticipated that FTI and Houlihan will perform certain similar services with respect to discrete portfolios of assets, transactions and contractual relationships, the sheer magnitude of which outstrip the capacity of any individual firm to provide timely analysis and advice to the Committee. Moreover, the Committee expects FTI and Houlihan and any Additional Professionals, in consultation with the Debtors and their professional advisors, to develop a protocol with respect to coordinating and consolidating any and all information requests to the Debtors.

15. Further, should the situation arise, FTI and Houlihan and any Additional Professionals will share, if necessary, information each receives from the Debtors. This should eliminate the need to separately request information already in the possession (or previously requested) by another professional employed by the Committee. Further, FTI will coordinate with Houlihan and any Additional Professionals via telephone conferences and meetings with the Debtors and/or their professionals, so that, if the topic(s) or information to be discussed is also relevant to a matter within another's scope of responsibility, that other will be informed, and the topics/information can be discussed efficiently and without duplication. The implementation of such procedures should ensure that there is little, if any, incremental burden placed on the Debtors during these cases as a result of the Committee's proposed retention of multiple firms. FTI will work with Houlihan and any Additional Professionals to develop further procedures to control the burden on the Debtors and their professionals.

CONSIDERATION TO FTI

16. Subject to the Court's approval, FTI will be entitled to the following consideration¹ for its services the Engagement:

- **Monthly Fee.** FTI shall be paid monthly for the services it renders on an hourly basis, according to FTI's customary hourly rates. The rates, subject to periodic adjustments, charged by FTI professionals anticipated to be assigned to the Debtors' cases are as follows:

Senior Managing Directors.....	\$650-800 ²
Directors / Managing Directors	\$475-620
Associates / Consultants	\$235-440

¹ Neither the Committee, its constituents, nor any of its advisors or professionals (including, but not limited to, counsel to the Committee), shall be liable for the fees, expenses or other amounts payable to FTI under the Engagement.

² For FTI professionals located outside of the United States, local country rates will be converted to U.S. Dollars on a monthly basis.

Paraprofessionals \$100-190

- Completion Fee. FTI shall receive a completion fee of \$5.0 million (the “Completion Fee”). The Completion Fee shall be subject to Court approval in accordance with the standard set forth in section 328(a) of the Bankruptcy Code and shall not be subject to the standard set forth in Section 330 of the Bankruptcy Code. Notwithstanding the foregoing, the U.S. Trustee shall retain the right to object to the Completion Fee based on the reasonableness standard provided for in section 330 of the Bankruptcy Code. The Completion Fee will be considered earned and payable, subject to Bankruptcy Court approval, upon the earliest occurrence of the following: (a) the confirmation of a plan of reorganization or plan of liquidation; (b) the sale or liquidation of all or substantially all of the Company’s assets (whether in one or multiple transactions); and (c) the conversion of the case to a case under chapter 7 of the Bankruptcy Code (in which event the Completion Fee, to the extent approved, will be payable in the same order of priority as other allowed chapter 11 administrative expenses).
- Indemnification. FTI and its affiliates, and their respective past, present and future directors, officers, shareholders, employees, agents and controlling persons, shall be indemnified and held harmless by the Debtors to the fullest extent lawful, from and against any and all losses, claims, damages or liabilities (or actions in respect thereof), joint or several, arising out of or related to the Engagement, any actions taken or omitted to be taken by an indemnified party in connection with FTI’s provision of services to the Committee, or any transaction or proposed Transaction contemplated thereby. In addition, the Indemnified Parties shall be reimbursed for any legal or other expenses reasonably incurred by them in respect thereof at the time such expenses are incurred; provided, however, there the Debtors shall have no liability under the foregoing indemnity and reimbursement agreement for any loss, claim, damage or liability which is finally judicially determined to have resulted primarily from the willful misconduct, gross negligence, bad faith or self-dealing of any Indemnified Party.

17. The terms of the Engagement were negotiated between the Committee and FTI, and reflect the Committee’s evaluation of the extensive work that will be performed by FTI and its expertise.

DISCLOSURE CONCERNING CONFLICTS OF INTEREST

18. To the best of the Committee’s knowledge, information, and belief, other than as set forth or in the Eisenband Affidavit, FTI has not represented and has no relationship with: (i) the Debtors, (ii) their respective creditors or equity security holders, (iii) any other parties-in-interest in these cases, (iv) the respective attorneys and accountants of any

of the foregoing, or (v) the United States Trustee or any other person employed in the Office of the United States Trustee.

19. FTI will not represent clients in respect of transactions involving the Debtors or non-Debtor entities that are a part of Lehman, or affiliated with the Debtors or other members of Lehman, if any such representation will be materially adverse to the interests of Lehman or the Debtors. In the event FTI is authorized, after adequate disclosure and notice, to pursue concurrent engagements of matters related to Lehman on behalf of specific creditors or other parties in interest, the FTI professionals performing services for such specific creditors or other parties in interest will be subject to ethical wall procedures, and the Committee will be advised by Houlihan in respect of such matters.

20. FTI is a “disinterested person,” as such term is defined in section 101(14) of the Bankruptcy Code.³ The Eisenband Affidavit, executed on behalf of FTI in accordance with section 1103 of the Bankruptcy Code and Bankruptcy Rule 2014, is filed contemporaneously herewith and incorporated herein by reference. The Committee’s knowledge, information, and belief regarding the matters set forth in this Application are based, and made in reliance, upon the Eisenband Affidavit. The Committee believes that the employment of FTI would be in the best interests of the Committee, the Debtors and their estates and creditors.

FEE APPLICATIONS AND INTERIM PAYMENTS

21. FTI has received no compensation from the Debtors or any other party-in-interest in connection with these chapter 11 cases.

³ Section 328(c) of the Bankruptcy Code allows a Court to deny allowance of compensation to a person employed under Section 1103 if such person is not “disinterested” at any time during such employment. Section 1103, however, does not contain the “disinterested person” requirement.

22. Pursuant to section 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Orders of this Court, FTI will apply to the Court for the interim and final allowance of compensation and reimbursement of expenses.

NOTICE

23. No trustee or examiner has been appointed in these cases. Notice of this Application has been given to (i) the United States Trustee, (ii) counsel for the Debtors, and (iii) those entities that have requested receipt of notice in these cases (collectively, the “Notice Parties”). In light of the relief requested herein, the Committee submits that no other or further notice is required.

NO PRIOR REQUEST

24. No previous application for the relief requested herein has been made to this or any other court.

MEMORANDUM OF LAW

25. Pursuant to Local Rule 9013-1, because there are no novel issues of law presented herein, the Creditors’ Committee respectfully reserves the right to file a brief in reply to any objection to this Application.

WHEREFORE, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit B, (i) authorizing the Committee to retain and employ FTI effective as of September 17, 2008, as its financial advisor pursuant to sections 328(a) and 1103 of the Bankruptcy Code and (ii) granting the Committee such other relief as is appropriate.

DATED: New York, New York
October 21, 2008

**OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF LEHMAN BROTHERS
HOLDINGS INC., et al.**

Wilmington Trust Company, as Indenture Trustee
Designated Signatory for Official Committee of
Unsecured Creditors

By /s/ Julie Becker
Name: Julie Becker
Title: Vice President

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
: :
LEHMAN BROTHERS HOLDINGS INC., et al.: Case No. 08-13555 (JMP)
: :
Debtors. : (Jointly Administered)
-----X

**AFFIDAVIT IN SUPPORT OF THE APPLICATION OF OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF LEHMAN BROTHERS HOLDINGS INC., ET AL.,
FOR ORDER UNDER 11 U.S.C. §§ 328(a) AND 1103, FED. R. BANKR. P.
2014, AND S.D.N.Y. LBR 2014-1, AUTHORIZING EMPLOYMENT AND
RETENTION OF FTI CONSULTING INC., AS ITS
FINANCIAL ADVISOR AS OF SEPTEMBER 17, 2008**

STATE OF NEW YORK)
: ss.
COUNTY OF NEW YORK)

I, Michael Eisenband, being duly sworn, hereby depose and say:

1. I am a Senior Managing Director with FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees “FTI”), a financial advisory services firm with numerous offices throughout the country. I submit this Affidavit on behalf of FTI (the “Affidavit”) in support of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) to Lehman Brothers Holdings, Inc., et al., the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), for an order authorizing the employment and retention of FTI as financial advisors under the terms and conditions set forth in the Application. Except as otherwise noted¹, I have personal knowledge of the matters set forth herein.

DISINTERESTEDNESS AND ELIGIBILITY

2. In connection with the preparation of this Affidavit, FTI conducted a review of its

¹ Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

contacts with the Debtors, their affiliates and certain entities holding large claims against or interests in the Debtors that were made reasonably known to FTI. A listing of the parties reviewed is reflected on Exhibit A to this Affidavit. FTI's review, completed under my supervision, consisted of a query of the Exhibit A parties within an internal computer database containing names of individuals and entities that are present or recent former clients of FTI. A list of the entities on Exhibit A that FTI identified as present or recent former clients as a result of this process is set forth on Exhibit B to this Affidavit. None of the entities identified on Exhibit B to this Affidavit account for revenue in excess of 1% of annual FTI revenue for the fiscal year ended December 31, 2007.

3. Based on the results of its review, except as otherwise discussed herein, FTI does not have a relationship with any of the parties on Exhibit A in matters related to these proceedings. FTI has provided and could reasonably expect to continue to provide services unrelated to the Debtors' cases for the various entities shown on Exhibit B. FTI's assistance to these parties has been related to providing various financial restructuring, forensic and litigation consulting, electronic evidence, economic consulting, and strategic communications services. To the best of my knowledge, no services have been provided to these parties in interest which are adverse to the rights of the Committee, nor does FTI's involvement in these cases compromise its ability to continue such consulting services.

4. Further, as part of its diverse practice, FTI appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' cases. Also, FTI has performed in the past, and may perform in the future, advisory consulting services for

various attorneys and law firms, and has been represented by several attorneys, law firms and financial institutions, some of whom may be involved in these proceedings. In addition, FTI has in the past, may currently and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests materially adverse to the Committee herein in matters upon which FTI is to be employed, and none are in connection with these cases.

5. FTI and/or its affiliates have had engagements involving the Debtor and non-Debtor affiliates, but such engagements did not pertain to these Chapter 11 proceedings:

- a) FTI was retained by Lehman Brothers in 2007 to provide lender due diligence services related to a potential loan to Verint Systems, Inc., a software Company. FTI's work in this matter was completed in February 2007.
- b) FTI was retained by Milbank, Tweed, Hadley & McCloy LLP ("Milbank") as forensic accountants and financial advisors in a matter where Milbank represented Lehman Commercial Paper Inc. ("LCPI") as Administrative Agent under a Credit Agreement. FTI provided expert consulting related to the interpretation of loan agreements. FTI last performed services in this matter in July 2008. FTI will not perform any additional services in connection with this matter during the Debtors Chapter 11 proceedings without the approval of the Court.
- c) FTI was engaged by Gramercy Capital in 2008 to perform a fraudulent conveyance analysis in connection with distributions made by LBREP/L SunCal Master I, LLC, to its two members, after receipt of proceeds from a bond issuance. Gramercy Capital

is a bond holder. Gramercy has recently filed an involuntary proceeding against LBREP/L SunCal Master I, LLC. FTI last performed services in this matter in early August 2008. FTI will not perform any additional services in connection with this matter during the Debtors Chapter 11 proceedings without the approval of the Court.

- d) FTI's strategic communications practice in London was engaged by Lehman Brothers Private Fund Advisors in 2007 to assist with communications related to the IPO of a closed ended investment company, Lehman Brothers Private Equity Partners. The transaction occurred in July 2007. FTI's strategic communications practice in London was engaged subsequently and continues to provide internal and external communications for Lehman Brothers Private Equity Partners, a listed private equity fund of funds, in which Lehman Brothers Private Fund Advisors holds a 25% equity interest. Lehman Brothers Private Equity Partners is a unit of the UK operating company that is presently the subject of a pending administration proceeding.
- e) FTI was retained by Lehman Brothers Japan, Inc. to perform a due diligence review into one company and one individual in Thailand. Following the bankruptcy announcement, the project was terminated and no further services are being performed by FTI as it relates to this matter.
- f) FTI's technology group licenses certain electronic discovery software to DiscoverReady, and is paid a royalty by DiscoverReady pursuant to the terms of a licensing agreement. DiscoverReady is an electronic evidence vendor of the Debtor

and utilizes the licensed software in providing its electronic discovery services to the Debtor.

- g) Over the past several years, FTI has provided due diligence services in regard to various corporations that were issuing debt securities underwritten by Lehman entities. In all situations, FTI's client was either the company issuing the securities or an insurance company guaranteeing the securities.
- h) FTI has been retained by various law firms, to provide financial advisory services, on behalf of various ad hoc counterparty committees involved in commutation negotiations with certain troubled financial guarantors. In each of these engagements a Lehman entity has been, or had been, a member of the group.
- i) FTI's Technology practice has been retained by an existing hedge fund client and its counsel in September 2008 to perform electronic evidence services in connection with a subpoena issued by a regulatory agency seeking information related to debtor parties, and certain unrelated third parties. The FTI Technology engagement team will collect electronically stored information from hedge fund personnel, use proprietary software technology to process the information and make it available to the hedge fund and its counsel for review and determination of information that is responsive to the subpoena².
- j) In November 2007, an employee of FTI, seeking to hedge certain shares of restricted FTI common stock, entered into an equity swap agreement with Lehman Brothers

² The FTI professionals performing services in this engagement will be subject to FTI's standard ethical wall procedures. Moreover, FTI maintains an electronic information security program that includes administrative, technical and physical safeguards to ensure the security and confidentiality of client information and to protect

OTC Derivatives (“Lehman OTC”). On September 29, 2008, the FTI employee sent a termination notice to Lehman OTC. This employee has no involvement with the FTI team performing services in these proceedings nor does this employee have any professional involvement in this matter in any capacity. To ensure that this employee will not receive any information regarding this engagement, an information wall has been established by FTI with respect to this employee and FTI professionals on this engagement (collectively, the “FTI Committee Professionals”).

6. FTI has been involved with various litigation matters as it relates to the Debtor as follows:

- a) FTI was retained in 2007 by Latham & Watkins on behalf of Lehman Brothers Holding, Inc., Lehman Brothers, Inc. and certain investment bankers, as defendants, in a lawsuit for breach of contract. FTI prepared an expert damages report and was prepared to testify as an expert witness. In addition, FTI prepared graphics and technology for the trial. The case was settled during the trial. This matter was unrelated to these proceedings and FTI’s work was completed prior to the Debtors filing for Chapter 11.
- b) FTI was retained in 2007 by Wachtell Lipton on behalf of Lehman Brothers and Tishman Speyer to perform economic consulting and expert services over a dispute related to an acquisition. This matter was unrelated to these proceedings and FTI’s work was completed in January 2008.

- c) FTI was retained by McKee Nelson, LLP, counsel for Lehman Brothers, in 2007 to provide data hosting services related to several Lehman tax controversy matters involving the Internal Revenue Service. FTI continues to provide these data hosting services. FTI has implemented ethical wall procedures, and as described above in footnote 2, maintains an electronic evidence information security program that protects against unauthorized access to or use of client information. No FTI professionals performing services for the Committee will have access to the information hosted in connection with this engagement.
- d) FTI was retained by Kobre & Kim LLP on behalf of a client in litigation against Lehman Brothers, Inc, and certain employees related to unauthorized investment decisions. FTI was retained to provide expert consulting regarding the suitability of Lehman's investment decisions. FTI last performed services in this matter in early July 2008. FTI will not perform any services in this matter during the Debtor's Chapter 11 proceedings without the approval of the Court.
- e) FTI was engaged in 2006 by Kellogg Huber Hansen Todd & Evans on behalf of an individual related to an arbitration proceeding v. Lehman Brothers. The arbitration stemmed from a litigation alleging breach of fiduciary duty against Lehman relating to the individual's brokerage accounts. FTI was engaged to analyze issues related to damages. FTI completed its work in May of 2007.

7. FTI will not represent clients in respect of transactions involving the Debtors or non-Debtor entities that are a part of Lehman, or affiliated with the Debtors or other members of Lehman, if any such representation will be materially adverse to the interests of Lehman or the

Debtors. In the event FTI is authorized, after adequate disclosure and notice, to pursue concurrent engagements of matters related to Lehman on behalf of specific creditors or other parties in interest, the FTI professionals performing services for such specific creditors or other parties in interest will be subject to ethical wall procedures, and the Committee will be advised by Houlihan Lokey Howard & Zukin Capital, Inc., ("Houlihan") in respect of such matters.

8. FTI is not believed to be a "Creditor" with respect to fees and expenses of any of the Debtors within the meaning of Section 101(10) of the Bankruptcy Code. Further, neither I nor any other member of the FTI engagement team serving this Committee, to the best of my knowledge, is a holder of any outstanding debt instruments or shares of the Debtors' stock.

9. FTI is in the process of reviewing any relationship that the members of the FTI engagement team may have with anyone on the list of employees of the U.S. Trustee's office in this District, which list was taken from the U.S. Trustee's website.

10. As such, to the best of my knowledge, FTI does not represent any other entity having an interest adverse to the Committee in connection with this case, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code.

11. It is FTI's policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, FTI will promptly file a Bankruptcy Rule 2014(a) Supplemental Affidavit.

PROFESSIONAL COMPENSATION

12. Subject to Court approval and in accordance with the applicable provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedure, applicable U.S. Trustee guidelines and the local rules of this District, FTI will seek payment for compensation on an hourly basis, plus reimbursement of actual and necessary expenses incurred by FTI. FTI's customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application for the employment of FTI. These hourly rates are adjusted annually. Additionally, FTI will be entitled to a Completion Fee in the amount of \$5.0 million. The Completion Fee will be considered earned and payable, subject to Bankruptcy Court approval, upon the earliest occurrence of the following: (a) the confirmation of a plan of reorganization or a plan of liquidation; (b) the sale or liquidation of all or substantially all of the Debtors’ assets (whether in one transaction or multiple transactions); and (c) the conversion of the case to a case under Chapter 7 of Title 11 of the United States Code (in which event the Completion Fee, to the extent approved, will be payable in the same order of priority as other allowed chapter 11 administrative expenses).

13. According to FTI’s books and records, during the ninety day period prior to the Debtors’ petition date, FTI performed no professional services or incurred any reimbursable expenses on behalf of the Debtors.

14. To the best of my knowledge, a) no commitments have been made or received by FTI with respect to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code and b) FTI has no agreement with any other entity to share with such entity any compensation received by FTI in connection with these chapter 11 cases.

Dated this 21st day of October 2008.

/s/ Michael Eisenband

Michael Eisenband

SUBSCRIBED AND SWORN TO BEFORE ME this 21st day of October 2008.

/s/ Karin Jacobson

Notary Public, State of New York

No. 31-4900115

Qualified in New York County

Commission Expires Oct. 19, 2009

My Commission Expires:

Oct. 19, 2009

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships

Debtor

Lehman Brothers Holdings, Inc.

Debtor's Attorneys

Weil Gotshal & Manges LLP

Debtor's Financial Advisors

Lazard Freres & Co., LLC

Alvarez & Marsal

EPIQ Bankruptcy Solutions

Debtor's Accountants

Deloitte & Touch USA LLP

Ernst and Young

Price Waterhouse Coopers

Professionals Employed by the Company

Heller Ehrman LLP

McKenna Long & Aldridge LLP

Hahn Loeser & Parks LLP

Thacher Proffitt & Wood LLP

Simpson Thacher & Bartlett LLP

PricewaterhouseCoopers

McKee Nelson

DLA Piper

White & Case

Sidley Austin

Andrew & Kurth

Herrick & Feinstein

Debtor's Affiliates (w/in Ch 11)

CES Aviation IX LLC

CES Aviation LLC

CES Aviation V LLC

East Dover Limited

Fundo De Investimento Multimercado Credito Privado

Navigator Investimento No Exterior

LB 745 LLC

LB UK RE Holdings Ltd. (UK)

Lehman Brothers Commercial Corporation

Lehman Brothers Commodity Services Inc.

Lehman Brothers Derivative Products Inc.

Lehman Brothers Finance S.A.

Debtor's Affiliates (continued)

e-Valuate, LP

Executive Monetary Management, Inc.

Falcon Holdings I LLC

Falcon Holdings II Inc

Falcon Holdings II LLC

Falcon Investor I-X Inc.

Falcon LB Sari

Furno & Del Castano Capital Partners LLP

Gainsborough Investments BV

GKI Korea Development Limited

GKI Korea Development Ltd.

Global Korea Investments Ltd.

Global Thai Property Fund

GRA Finance Corporation Ltd.

Hills Funding One, Ltd.

Ivanhoe Lane Pty Limited

Kayenta L.P

Kenilworth Investments Ltd.

Kenilworth Investments 1 Ltd.

Kenilworth Investments 2 Ltd.

L.B.C. YK

L.B.C. YK Hearn Street Holdings Limited

LB Leaseco I

LB LLC

LB 745 Leaseco I LLC

LB 745 LLC

LB Alpha Finance Cayman Limited

LB Asia Issuance Company Ltd.

LB Asset Management Ltd.

LB Australia and Asia Investments Limited

LB Beta Finance Cayman Limited

LB Capital Investments Ltd.

LB Delta (Cayman) No Ltd.

LB Delta (Cayman) No 1 Ltd

LB Delta Funding

LB Holdings Intermediate Ltd.

LB Holdings Intermediate 1 Ltd.

LB Holdings Intermediate 2 Ltd.

LB I Group Inc.

LB India Holdings Cayman I Limited

LB India Holdings Cayman II Limited

LB India Holdings Mauritius I Limited

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

Lehman Brothers Financial Products Inc.
Lehman Brothers Holdings Japan Inc.
Lehman Brothers Holdings Plc (UK)
Lehman Brothers International (Europe)
Lehman Brothers Japan Inc.
Lehman Brothers Limited (UK)
Lehman Brothers OTC Derivatives Inc.
Lehman Brothers Special Financing Inc.
Lehman Commercial Paper Inc.
Lehman Scottish Finance L.P
PAMI Statler Arms LLC (Delaware)

Debtor's Affiliates

314 Commonwealth Ave, Inc.
Aegis Finance LLC
Alnwick Investments (UK) Limited
Alnwick Investments (UK) Ltd. Kingdom
Appalachian Asset Management Corp
ARS Holdings I LLC
Aurora Loan Services LLC
Ballybunion Investments No. Ltd.
Ballybunion Investments No. 2 Ltd.
Ballybunion Investments No. 3 Ltd.
Ballybunion Partnership
Bamburgh Investments (UK) Ltd.
Banque Lehman Brothers S.A.
Blixen U.S.A.
Blue Way Finance Corporation U.A.
BNC Holdings Inc.
Brasstown Entrada I SCA
Brasstown LLC
Brasstown Mansfield I SCA
Bromley LLC
Capital Analytics II, LP
Capstone Mortgage Services Ltd.
CIMT Ltd.
Cohort Investments Limited
Commonwealth Ave. Inc.
Dynamo Investments Ltd.
Eagle Energy Management, LLC
Eagle Energy Partners I, L.P.
Eldon Street Holdings Limited

LB India Holdings Mauritius II Limited
LB Investments (UK) Limited
LB Lease & Finance No. Ltd.
LB Lease & Finance No. 1 Ltd.
LB Lomond Investments Limited
LB Russia Holdings Inc.
LB Russia Holdings LLC
LB SF No. Ltd.
LB SF No. 1 Ltd.
LB SPV SCA
LB UK Financing Limited
LB Vin Co Inc.
LB3 GmbH
LBA Funding (Cayman) Limited
LBAC Holdings I Inc.
LBASC LLC
LBCCA Holdings I Inc.
LBCCA Holdings I LLC
LBCCA Holdings II Inc
LBCCA Holdings II LLC
LBHK Funding (Cayman) No. Ltd.
LBHK Funding (Cayman) No. 1 Ltd.
LBHK Funding (Cayman) No. 2 Ltd.
LBHK Funding (Cayman) No. 4 Ltd.
LB-NL Holdings I Inc.
LB-NL Holdings L.P.
LB-NL U.S. Investor Inc.
LBO Funding (Cayman) Limited
LBO Investments Limited
LBQ Funding (UK)
LBS Holdings SARL
LCPI Properties, Inc.
Lehman (Cayman Islands) Ltd.
Lehman ALI Inc.
Lehman Brother Asset Management Inc.
Lehman Brothers (Luxembourg) S.A.
Lehman Brothers (PTG) Limited
Lehman Brothers AIM Holding III LLC
Lehman Brothers AIM Holding LLC
Lehman Brothers Alternative Investment Management LLC
Lehman Brothers Asia Capital Company
Lehman Brothers Asia Capital Company Kong

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

ELQ Holdings B.V.
ELQ Hypothek N.V.
Entrada II Sarl
Erin Asset

Lehman Brothers Asia Holdings Limited
Lehman Brothers Asia Limited
Lehman Brothers Asia Pacific (Singapore) PTE. Ltd.

Debtor's Affiliates (continued)

Lehman Brothers Asset Management (Europe) Ltd.
Lehman Brothers Asset Management France
Lehman Brothers Asset Management Inc
Lehman Brothers Asset Management, LLC
Lehman Brothers Australia Granica PTY Limited
Lehman Brothers Australia Holdings PTY Limited
Lehman Brothers Australia Limited
Lehman Brothers Bancorp Inc
Lehman Brothers Bancorp UK Holdings Limited
Lehman Brothers Bank FSB
Lehman Brothers Bankcorp Inc.
Lehman Brothers Bankcorp UK Holdings Limited
Lehman Brothers Bankhaus Aktiengesellschaft
Lehman Brothers Canada Inc.
Lehman Brothers Capital GmbH, Co.
Lehman Brothers Capital Private Limited
Lehman Brothers Co-Investment Associates LLC
Lehman Brothers Commercial Bank
Lehman Brothers Commercial Corporation Asia Limited
Lehman Brothers Commercial Mortgage K.K.
Lehman Brothers do Brasil Ltda
Lehman Brothers Equity Finance (Cayman) Limited
Lehman Brothers Europe Limited
Lehman Brothers Fixed Income Securities Private Limited
Lehman Brothers Futures Asia Limited
Lehman Brothers Futures Asset Management Corp
Lehman Brothers Global Investments LLC
Lehman Brothers Holdings Capital Trust IV
Lehman Brothers Holdings Scottish LP
Lehman Brothers Holdings Scottish LP2
Lehman Brothers Holdings Scottish LP3
Lehman Brothers Hy Opportunities Inc.
Lehman Brothers Hy Opportunities Korea Inc.
Lehman Brothers Inc.
Lehman Brothers Insurance Agency L.L.C

Debtor's Affiliates (continued)

Lehman Risk Advisors Inc.
Lehman Risk services (Bermuda) Ltd.
Lehman Structured Assets Inc.
Lehman Syndicated Loan Funding Inc
LIBRO Holdings I Inc.
Lincoln Capital Fixed Income Management Company, LLC
Long Point Funding Pty Ltd.
Longmeade Limited
Louise Y.K.
LUBS Inc.
Lunar Constellation Limited Partnership
LW LP Inc.
M&L Debt Investments Holdings Pty Limited
M&L Debt Investments Pty Limited
MABLE Commercial Funding Limited
Maewha K-STARS Ltd.
MBAM Investor Limited
Merit, LLC
MICT Ltd.
MMP Funding Corp.
Nai Harn Hotel 1 Company Limited
Nale Trust
Neuberger & Berman Agency, Inc.
Neuberger Berman Asset Management, LLC
Neuberger Berman Inc.
Neuberger Berman Investment Services, LLC
Neuberger Berman Management Inc.
Neuberger Berman Pty Ltd.
Neuberger Berman, LLC
New Century Finance Co., LTD.
NL Funding L.P
OCI Holdings Limited
OOO Lehman Brothers
Opal Finance Holdings Ireland Limited
Pentaring Inc. Long Point Funding Pty Ltd

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

Lehman Brothers Investment Holding Company Inc.	Phuket Hotel 1 Holdings Company Limited.
Lehman Brothers Investment Korea Inc	Pike International Y.K.
Lehman Brothers Investments PTE Ltd.	Pindar Pty Ltd
Lehman Brothers Luxembourg Investments Sarl	Portsmouth Investment Company Pty Ltd
Lehman Brothers Management LLC	Preferred Group Limited
Lehman Brothers Offshore Real Estate Associates, Ltd	Preferred Holdings Limited
Lehman Brothers P.A. LLC	Preferred Mortgages Limited
Lehman Brothers Pacific Holdings Pte. Ltd.	Principal Transactions Inc.
Lehman Brothers Private Equity Advisers	Property Asset Management Inc.
Lehman Brothers Private Equity Fund Advisors	Real Estate Private Equity Inc.
Lehman Brothers Private Fund Advisers LP	REPE LBREP II LLC
Lehman Brothers Private Fund Advisers LPD	REPE LBREP III LLC
Lehman Brothers Private Fund Management LP	Resetfan Limited
Lehman Brothers Private Funds Investment Company GP, LLC	Resetfan Limited Capstone Mortgage Services Ltd.
Lehman Brothers Private Funds Investment Company LP, LLC	Revival Holdings Limited
Lehman Brothers Securities Asia Limited	Sage Partners, LLC
Lehman Brothers Securities N.V.	SAIL Investor Pte Ltd.
Lehman Brothers Securities Private Limited	Security Assurance Advisers, LP
Lehman Brothers Securities Taiwan Limited	Serafino Investments Pty Limited
Lehman Brothers Services India Private Limited	SOGKI Development Inc.
Lehman Brothers Singapore PTE Ltd.	Southern Pacific Funding
Lehman Brothers South East Asia Investments PTE Limited	Southern Pacific Funding 5
Lehman Brothers Spain Holdings Limited	Southern Pacific Funding 5 Ltd
Lehman Brothers Treasury Co. B.V.	Southern Pacific Mortgage Limited
Lehman Brothers Trust Company of Delaware	SPML Mortgage Funding Limited
Lehman Brothers Trust Company, National Association	Stockholm Investments Limited
Lehman Brothers U.K. Holdings (Delaware) Inc.	Storm Funding Ltd.
Lehman Brothers U.K. Holdings Ltd.	Storm Funding Ltd. Lehman (Cayman Islands) Ltd.
Lehman Brothers UK Investments Limited	Sunrise Finance Co., Ltd.
Lehman Brothers Verwaltungs-und Beteiligungsgesellschaft mbH	Thayer Group Limited
Lehman Capital Investments Ltd.	Thayer Properties (Jersey) Ltd.
Lehman Capital Investments 2 Ltd.	Thayer Properties Limited
Lehman Commercial Mortgage Conduit Ltd.	The Main Office Management Company, LP
Lehman Crossroads Corporate Investors II, LP	TMIC Ltd.
Lehman Crossroads Corporate Investors, LP	Wharf Reinsurance Inc.
Lehman Crossroads Investment Advisers, LP	Woori-LB Fifth Asset Securitization Specialty Co., Ltd.
Lehman Crossroads Investment Company, LP	Woori-LB Fourth Asset Securitization Specialty Co., Ltd.
Lehman Re Ltd.	Y.K. Tower Funding

Affiliations of Outside Directors

Debtor's Major Shareholders

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

America's Development Foundation.
Animal Medical Center
Atlantic Council
Bain & Company, Inc.
Carnegie Institution of Washington
Collexis Holdings, Inc.
Council for Excellence in Government
David Rockefeller Center for Latin American Studies at
Harvard University
Federal Reserve Bank of New York
Ferrari SpA
Folger Library
Harvard Law School
Henry Kaufman & Company
Huntsman Corporation
Institute of International Education
International Monetary Fund Staff Retirement Plan
Lehman Brothers Bank, FSB
LPGA
MGM Mirage
Naval Academy Foundation
New York University
Office Depot, Inc.
Pew Partnership for Civic Change
President's Council on International Activities – Yale
University
Reform
Sony Corporation
Stern School of Business of New York University
Stewart & Stevenson LLC
Tel-Aviv University
The Broadway League
The Economic Club of New York
The Posse Foundation, Inc.
The Ryland Group, Inc.
The St. Joe Company
Vail Resorts, Inc.
Vanderbilt University
W.R. Grace & Co
Weight Watchers International, Inc.

**Debtor's Board of Directors and Corporate Officers (ex
included)**

AXA
ClearBridge Advisors
FMR LLC

Bank Lenders

J.P. Morgan Chase
Wilmington Trust Company

Mizuho Corporate Bank, Ltd.
RR Donnelley & Sons
The Bank of NY Mellon
The Royal Bank of Scotland, PLC
Shinsei Bank, Limited
Metlife

Indenture Trustees

Wilmington Trust

Indenture Trustees' Attorneys

Covington & Burling LLP

100 Largest Unsecured Creditors

1221 Avenue of the Americas
125 Broad Street

1301 Properties Owner LP
55 Broadway
767 Fifth Ave
Allen & Overy
Anjarlekar & Associates
ANZ Banking Group Limited
Aozora
Ashurst Morris Crisp
Australia & New Zealand Banking Group
Australia and New Zealand Banking Group Limited
Australia National Bank
Banctec Ltd.
Bank of America Plaza STE 3500
Bank of China
Bank of Taiwan
Bank of Taiwan, New York Agency

Bloomberg L.P.

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

Ainslie, Michael	BNP Paribas
Akers, John	Broadridge Securities Processing
Banchetti, Riccardo	Caldwalader, Wickersham, and Taft
Berlind, Roger	Canary Warf Management Limited
Beyman, Jonathan	CB Richard Ellis Client Account RE Gloa
Bhattal, Jasjit S.	CDW Direct LLC
Callan, Erin	Chuo Mitsui Trust & Banking
Cruikshank, Thomas	Citibank N.A. Hong Kong Branch
David Goldfarb	Citibank, NA
Donini, Gerald A	Clearbridge Advisors
Evans, Marsha	Clifford Chance
Felder, Eric	Commonwealth Bank of Australia, Tokyo Branch
Freidheim, Scott	Compucenter (UK) Ltd.
Fuld, Richard	CW Lending II Limited
Geband, Michael	Davis, Polk and Wardwell
Gent, Sir Christopher	Dell Marketing L.P.
Gregory, Joseph	Deutsche Borsche AG
Grundhofer, Jerry	Dimension Data
Hernandez, Roland	DnB NOR Bank ASA
Kaufman, Henry	Drowst Trading, LLC
Kirk, Alex	Fidessa Plc.
Lee, Hyung S.	First Commercial Bank
Lessing, Stephen M.	First Commercial Bank Co., Ltd, New York Agency
Lowitt, Ian	FMR LLC
Macomber, John	FT Interactive Data
McDade III, Herbert H.	Haworth Singapore PTE Ltd.
McGee III, Hugh E.	Henegan Construction Co., Inc.
Meissner, Christian	Hewlett Packard AP (HONG KONG) LIMITED
O'Meara, Christopher	HSBC Bank
Russo, Thomas	Hua Nan Commercial Bank, Ltd
Walker, George H.	IBM Corporation
	ICAP Securities Limited

Underwriting Investment Bankers for Debtor's Securities

ABN AMRO Rothschild
Hoare Govett, Ltd.
Lehman Brothers
Merrill Lynch
UBS Investment Bank

Information Builders Inc.
JQ Network PTD Limited
KBC Bank
Kim & Chang
Kingston Communications PLC

100 Largest Unsecured Creditors (continued)

Linklaters

Members of Ad Hoc or Unofficial Creditors' Committees

Allstate Insurance Co.

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

Linklaters, S.L.
Lloyds Bank
London & European Title Insurance Services Ltd.
London Borough of Tower Hamlets Rates
Mace Limited
McKee Nelson LLP
Mellon Corporation
Microsoft Licensing, GP
Millennium Developers PVT LTD

Mizuho Corp.
Morse Group Limited
Morse Service Holdings Limited
National Australia Bank
National Bank of Australia
National Commerce bank
Network Appliance
Nippon Life Insurance Co.
NYSE Market, Inc.
Origin HR Consulting Limited
Paul Weiss
Pricoa Relocation UK Limited
Reuters America Inc.
Reuters Ltd.
Shinkin Central Bank
Shinsei Bank
Standard & Poors
Standard and Poors Corp.
Standard Chartered Bank
Sumitomo Mitsubishi
Sumitomo Mitsubishi Banking Corp
Sungard Securities Finance Inc.
Svenska Handelsbanken
Swapswire Limited
Taipei Fubon Bank
Taipei Fubon Bank, New York Agency
Tata Consultancy Services
The Bank of Nova Scotia
The British Land Company PLC
Thompson Financial
TIBCO Software, Inc.
UFJ Bank Limited

Capital Research Management Co.
Franklin Advisors LP
Franklin Federal Intermediate-Term-Tax-Free Income Fund
Franklin Federal Tax-Free Income Fund
Franklin Georgia Tax-Free Income Fund
Franklin High-Yield Tax-Free Income Fund
Independence Holding Co.
Informal LBHI Bondholder Group
Oppenheimer Funds, Inc.
The Ad Hoc Committee of Bondholders of the Main Street Natural Gas, Inc. Gas Project Revenue Bonds
The Vanguard Group

Professionals Retained by Significant Creditor Groups

Munsch Hardt Kopf & Harr, P.C.
Akin Gump Strauss Hauer & Feld LLP
The Wilson Law Firm, PC

Significant Lessors and Lessees

1111 Brickell Office, LLC
125 High Street LP
1301 Avenue of the Americas
70 Hudson Street, LLC
745 7th Avenue
8 Sound Shore Associates, LLC
Archipelago Holdings, Inc.
Atlanta - 3414 Peachtree Road
Boston - 125 High Street
Buenos Aires - Av. Leandro N. Alem 855 - Torre Alem Plaza
Chicago - 100 South Wacker Drive
Chicago - 190 S. LaSalle Street
Clifford Chance US LLP
Columbus - 2600 Corporate Exchange Drive
Constellation Place, LLC
Consultatio Inversora S.A.
Corporate Park Associates
Crescent TC Investors LP
CT Tower Investments Inc
Dallas - 200 Crescent Court
Deutsche Bank Securities, Inc.
Eastrich No. 167 Corporation
Greenwich - 8 Sound Shore Drive

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

Vertex Mortgage Services
Virtx
WIPRO Infotech Enterprise Solutions
YXIME
ZKB (Zurcher Kantonalbank)

Secured Creditors

Danske Bank
Fenway
JPMorgan Chase
SMBC
State Street
Swedbank

Official Creditors' Committee Members

Mizuho Corporate Bank, Ltd.
RR Donnelley & Sons
Shinsei Bank, Limited
The Bank of NY Mellon
The Royal Bank of Scotland, PLC.
Wilmington Trust Company

Official Creditors' Committee Attorneys

Milbank, Tweed, Hadley & McCoy LLP

Official Creditors' Committee Financial Advisors

FTI Consulting
Houlihan Lokey Howard & Zukin

Attorneys for Certain UCC Members

Sheppard Mullin Richter & Hampton (counsel to BNY Mellon)
Stroock, Stroock & Lavan (counsel to Mizuno)
Vinson & Elkins LLP (counsel to Shinsei Bank)

50 Largest Bondholders

Advanced Series Trust
AETNA Life Insurance Company
AIG Annuity Insurance Company
ALFA Mutual Fire Insurance Company
Allianz Life Insurance Company of North America
Alpha Mutual Fund Management

Guggenheim Concourse, L.P.
Hato Rey - 270 Munoz Rivera Avenue
Houston (Eagle) - 4700 W Sam Houston Parkway W
Huron Consulting Group, Inc.
HWA 555 Owners, LLC
JDJ Properties, Inc.
Jersey City - 70 Hudson Street
Los Angeles - 10250 Constellation Blvd - MGM Grand
MCPR Unit V LP, S.E. c/o MCPR Unit R LP
Menlo Park - 155 Linfield Drive
Miami - 1111 Brickell Avenue - Barclay's Financial Center
Middlefield Park Associates
Millennium De Investimentos Imobiliarios LTDA
MJH Wacker LLC
Monarch Centre Associates, LLC
New York - 45 Broadway
New York - 65 Broadway
Newport Beach - 680 Newport Center Dr
Palm Beach - 450 Royal Palm Way
Palm Beach Centre 1, LLC
Piscataway - 40 Corporate Place South
Rock Forty Ninth LLC
Salt Lake City - 4001 South 700 East (LBCB)
San Diego - 1450 Frazee Road (subleased from BNC Mortgage)
San Diego - Frazee, LLC
San Francisco - 555 California Street
Sao Paulo - Faria Lima Sq
Seattle - 701 Fifth Avenue
SP4 190 S. LaSalle, L.P.
Telwares, Inc.
The Irvine Company

Toronto - 161 Bay Street
WA-Columbia Center Property LLC
Washington - 2001 K Street NW
WPGH, LLC
100 Largest Holders of Trade Debt (continued)
Integreon Managed Solutions
Interactive Data Corp.
Intuition Publishing Inc.
Iron Mountain Digital Archives
Iron Mountain Records Management
Kepner Tregoe Inc.

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

American Family Life Assurance Company
American Life Insurance Company
AXA Equitable Life Insurance Company
Barclays Global Fund Advisors
BBVA Gestion SA SGIIC (Spain)
Blackrock Advisors
Capital Research and Management
Continental Casualty Company
Federated Investors
Fidelity Management and Research
Franklin Advisors Inc.
Franklin Templeton Investments
Guardian Life Insurance Company
Hartford Life Insurance Company
ING Investment LLC
Jackson National Life Insurance
John Hancock Investment Management Services
John Hancock Life Insurance Company
Liberty National Life Insurance Company
Loomis Sayles & Company L.P.
Medical Liability Mutual Insurance Company
Metropolitan Life Insurance
Metropolitan West Capital Management
NATIXIS Asset Management Advisors
Northwest Mutual Life Insurance Company
Phillips Hager & North Investment Management
PIMCO Advisors LP
PIMCO Funds Global Investors
Principal Life Insurance Company
Prudential Financial Inc.
Prudential Insurance Company of America
Riversource Life Insurance Company
Sun Life Assure Co. of Canada
T. Rowe Price Associates
Teachers Insurance and Annuity Association
Thrivent Financial for Lutherans
Transamerica Life Insurance Company
UBS Investment KAG
United States – Indices
Van Kampen Asset Management
Vanguard Group Incorporated
Western Asset Management Company

Key Systems
KPMG, LLP
Lexis-Nexis
Liquid Engines, Inc.
Logical Information Machines
Mellon Analytical Solutions
Meridian It, Inc.
Michael Stapleton Associates
Microsoft Corporation
Network Appliance Inc.
Nishimura & Partners
Northrop Grunman
Polaris Software Lab (India), Ltd.
Quest Software Inc.
Rainmaker Group LLC
Restaurant Associates
Rittal Corporation
Rockefeller Center North, Inc.
Rolfe & Nolan Systems Inc.
RR Donnelley Receivables Inc.
SAS Institute Inc
Sharon Land Company, LLC
SOS Security Inc.
Standard Register
Storage Technology Corp
Structure Group
Sungard Securities Finance Inc
Swets Information Services Inc.
Tac Americas, Inc.
Thomson Financial
Tibco Software, Inc.
Transaction Network Services
Trilogy Leasing Co. LLC
Trimont Real Estate Advisors Inc.
Triple Point Technology, Inc.
Verrazano Consulting Solutions, LLC
Video Corporation Of America
Wipro Technologies
Wombat Financial Software, Inc.

Related Entities

737 Portfolio Services LLC

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

Zurich American Insurance Company

100 Largest Holders of Trade Debt

4 Connections LLC

A V Services Inc.

AC Nielsen Company

Acronis, Inc.

AFD Contract Furniture Inc.

Agilysys Nj, Inc.

Alpha Office Supplies Inc.

Aperture Technologies

Automated Securities Clearance Ltd.

Ayco Services Agency Inc.

CHD Meridian Healthcare

Clayton Fixed Income Services, Inc.

Compliance Data Center Inc.

Computer Associates International Inc.

Computer Financial Consultants, Inc.

Cushman & Wakefield Inc.

Cyveillance

DBRS Inc.

Dell Marketing L.P.

DGWB, Inc.

Diversified Global Graphics Group DG3

Emil Werr

Enterprise Solution Providers Inc.

EXLservice Holdings Inc.

FTInteractive Data

Gartner Group Inc.

Gotham Technology Group

Greenline Financial Technologies Inc.

Hanover Moving & Storage Co Inc.

Headstrong Services, LLC

Hewlett Packard Company

Ikon Office Solutions Inc.

ILOG Inc.

Inconit Corporation

Information Builders Inc

Infusion Development Corp.

737 Portfolio Trust

Area Assignor Corp. (dissolved)

Area Depository Corporation (dissolved)

Area GP Corporation

Aristos LLC

ASB L.L.C.

Bixen Limited

BK I Realty Inc. (dissolved)

BK II Properties Inc.

BK III Properties Inc.

Blount International, Inc.

Blue Jay Realty Corporation

Brookson Corp.

Brookwood Energy & Properties Inc.

Canope Credit Corp.

Central Funding (Concord) Corporation (dissolved)

Clarks Summit I, LLC

Clarks Summit II, LLC

CP1 Real Estate Services Inc.

CP4 Real Estate Services Inc. (dissolved)

Derma Services, Inc.

Dimont Corporation

DL Mortgage Corp.

DRA Management, Inc. (dissolved)

Eagle Energy Partners I, L.P.

Edibrook Corp.

EHP/GP Inc. (dissolved)

Equipment Management Inc.

Equity Strategies Loans LLC

Equity Strategy Loans LLC

First Ward Properties Inc.

Flagstone Reinsurance Holdings Ltd.

Flight Sim I LLC

Flight Sim II LLC

Flight Sim III LLC

Flight Sim IV LLC

Flight Sim V Inc.

FRAH Special Services Inc.

GA Dekalb Inc.

Related Entities (continued)

GLG Partners, Inc.

Related Entities (continued)

Lehman Brothers MBG Partners 1997 (A) L.P. (dissolved)

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

Global Principal Strategies Loans Inc.	Lehman Brothers MBG Partners 1997 (B) L.P. (dissolved)
GRA Finance Corporation Ltd.	Lehman Brothers MBG Partners 1998 (A) L.P.
Growth Partners Inc. (dissolved)	Lehman Brothers MBG Partners 1998 (B) L.P.
Hydrocarbon Capital II LLC	Lehman Brothers MBG Partners 1998 (C) L.P.
IL Lombard Inc. (dissolved)	Lehman Brothers MBG Partners 1999 (A) L.P.
Imperial Sugar Company	Lehman Brothers MBG Partners 1999 (B) L.P.
Ivanhoe Lan Pty Limited	Lehman Brothers MBG Partners 1999 (C) L.P.
Jet Aircraft Leasing Inc. (dissolved)	Lehman Brothers MBG Partners L.P.
Jet Partners, LLC	Lehman Brothers MBG Venture Capital Partners 1997
JFM Aviation Once LLC	Lehman Brothers MBG Venture Capital Partners 1998 (A) L.P.
KM-I Real Estate Company VII (sold)	Lehman Brothers MBG Venture Capital Partners 1998 (B) L.P.
Laminar Holdings LLC	Lehman Brothers MBG Venture Capital Partners 1998 (C) L.P.
LB Alberta Holdings Inc.	Lehman Brothers MBG Venture Capital Partners 1998 (D) L.P.
LB GPS Lightfoot L.L.C.	Lehman Brothers MLP Associates, L.P.
LB India Holdings Mauritius III Limited	Lehman Brothers MLP Partners, L.P.
LB Investment Corp. Inc.	Lehman Brothers Offshore Diversified Arbitrage Fund, Ltd.
LB Investment Holding Company Limited (dissolved)	Lehman Brothers Offshore Diversified Arbitrage Master Fund Ltd.
LB Leasing Inc.	Lehman Brothers Offshore Diversified Private Equity Fund 2004, L.P.
LB Maritim Investor GmbH	Lehman Brothers Offshore Investment Partnership L.P.
LB Memphis Brownstone LLC	Lehman Brothers Offshore Investment Partnership-Japan L.P.
LB Military Housing LLC	Lehman Brothers Offshore long/short fund, ltd
LB Note Corp.	Lehman Brothers Offshore Long/Short Master Fund Ltd.
LB Ohana, LLC	Lehman Brothers Offshore Partners Ltd.
LB Skypower Inc.	Lehman Brothers Offshore Partnership Account 2000/2001, L.P.
LB Trade Corp.	Lehman Brothers Offshore Partnership GP 2000/2001 L.P.
LB-NL Holdings (Cayman) Limited	Lehman Brothers Overseas Inc.
LB-NL Holdings I Inc.	Lehman Brothers Participation Fund Associates, L.P.
LBQ Hong Kong Funding Ltd	Lehman Brothers Partnership GP 2000/2001 L.P. (dissolved)
LBQ Hong Kong Services Limited	Lehman Brothers Secondary Fund of Funds Associates L.P.
LCP LTU LLC	Lehman Brothers Secondary Fund of Funds L.P.
LCPI Properties Inc.	Lehman Brothers South Asia Limited (Inactive)
LCPI Properties Inv.	Lehman Brothers Sudamerica S.A.
Leesburg ACG LLC	Lehman Brothers Uruguay S.A.
Lehman ABS Corporation	Lehman Brothers VC Partners L.P.
Lehman Aircraft Securitization Holdings LLC	Lehman Brothers Venture Associates Inc.
Lehman Asset Backed Caps Inc.	Lehman Brothers Venture Bankers' Partnership L.P.
Lehman Brother Venture Capital 2003 Partnership	Lehman Brothers Venture Capital Partners I, L.P.
Lehman Brothers (Israel) Inc.	Lehman Brothers Venture GP Partnership L.P.
Lehman Brothers (Spain) S.A.	Lehman Brothers Venture Partners L.P.
Lehman Brothers 1999 Venture Managers' Partnership L.P.	Lehman CMO Inc.
Lehman Brothers 1999 Vernuture GP Partnership L.P.	Lehman Insurance Company
Lehman Brothers AIM Holding II LLC	Lehman Loan Funding I LLC

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

Lehman Brothers Argentina S.A.	Lehman Mortgage Holdings Canada II Inc. (inactive)
Lehman Brothers Asset Management Asia, Inc. (dissolved)	Lehman Mortgage Company of Canada (surrendered)
Lehman Brothers Asset Securitization LLC	Lehman Mortgage Company of Canada (surrendered)
Lehman Brothers Capital Partners I, L.P.	Lehman Mortgage Holdings Canada I Inc. (inactive)
Lehman Brothers Capital Partners II, L.P.	Lehman Municipal ABS Corp.
Lehman Brothers Capital Partners IV, L.P.	Lehman OPC LLC
Lehman Brothers CDO 2003 L.P.	Lehman Pass-Through Securities Inc.
Lehman Brothers CDO Associates (Cayman), Ltd.	Lehman Queens Center Inc. (inactive)
Lehman Brothers CDO Associates 2003 L.P.	Lehman Queens Limited Inc. (inactive)
Lehman Brothers CDO Associates 2004 L.P.	Lehman Realty & Development Corp.
Lehman Brothers CDO Opportunity Partners 2004-2, L.P.	Lehman Receivables Corp. (dissolved)
Lehman Brothers Commodity Service Inc.	Lehman Risk Management, Inc. (dissolved)
Lehman Brothers Communications Partnership	Lehman Structured Securities Corp.
Lehman Brothers de Chile, S.A. (dissolved)	Lehman Syndicated Loan Inc.
Lehman Brothers de Chile, S.A. (dissolved)	Lehman VIP Holdings Inc.
Lehman Brothers de Venezuela C.A. (inactive)	Lehman VIP Investment LDC
Lehman Brothers de Venezuela C.A. (inactive)	Lehman VIP Investment LDC
Lehman Brothers Derivative Fiance LLC	Liberty Corner Inc. (sold)
Lehman Brothers Diversified Private Equity Fund 2004, L.P.	Liberty GP II Inc. (sold)
Lehman Brothers Energy Canada, ULC	Libro Companhia Securitizadora de Creditos
Lehman Brothers Europe Inc.	LPATH Inc.
Lehman Brothers European Mezzanine 2002 Associates L.P.	LPTG Inc.
Lehman Brothers European Mezzanine 2002 L.P.	LPTG Intermediate LLC
Lehman Brothers European Venture Capital Associates L.P.	LPTG Intermediate LLC
Lehman Brothers European Venture Capital L.P.	LPTG LLC
Lehman Brothers Finance (Japan) Inc.	LPTG LLC
Lehman Brothers Fund of Funds Associates L.P.	LW-LP Inc.
Lehman Brothers Fund of Funds L.P.	LW-LP Properties Inc.
Lehman Brothers Global Asset Management K.K. (liquidated)	Mast Depositor Corp
Lehman Brothers Healthcare Venture Capital Associates L.P.	MBR/GP Corp.
Lehman Brothers Healthcare Venture Capital L.P.	Metro Realty Corporation (dissolved)
Lehman Brothers Holdings Inc.	Morganberry Corporation
Lehman Brothers Holdings International Inc.	Navigator Gas
Lehman Brothers Inc.	Newark Properties One Inc.
Lehman Brothers International Services, Inc.	Nexity Investment Partnership L.P.
Lehman Brothers Investment Holding Company Inc.	NL Funding, L.P.
Lehman Brothers Investment Management Asia Limited	NL GP Inc.
Lehman Brothers LBO Inc.	Northstar Equipment Leasing Income Inc. (dissolved)
Lehman Brothers MBG Associates III L.L.C.	NPC Inc. (dissolved)
Lehman Brothers MBG Associates L.P.	O.M.B. Limited Partner Ltd.

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

Lehman Brothers MBG Capital Partners 1998 (C) LP
Lehman Brothers MBG Finders 1999 (A) L.P.
Lehman Brothers MBG Finders 1999 (B) L.P.
Lehman Brothers MBG Finders 2000 (B) L.P.

OSD Corp.
PAC Aircraft Management Inc.
Pacific Energy Partners LP
Pemstar, Inc.
Pentaring, Inc.

Related Entities (continued)

Pindar Pty Ltd.
QP80 Real Estate Services Inc.
Quality Pork Partners, Inc.
R3 Capital Partners
Real Estate Investors Inc. (dissolved)
Real Estate Services I Inc. (dissolved)
Real Estate Services VII Inc. (dissolved)
Reliance Energy E&P, LLC
RIBCO LLC
RIBCO SPC, Inc.
Rock Hill Real Estate, Inc.
Ronco Corporation
Sambar Properties Inc.
SASCO ARC Corporation
Scranzay, Inc.
Select Asset Inc.
Senior Income Fund Inc. (dissolved)
Shearson Lehman Brothers Capital Partners II, L.P.
Shearson Lehman Hutton Capital Partners II
Skratook LLC
Small Business Assets I LLC
Stamford Investment Realty Inc.
STRATUS I Inc.
Structure Asset Securities Corporation II
Structured Asset Securities Corporation
Structured Options Inc.
STUIE CORP.
TAL Europe, LLC
Tallus
Townsend Analytics Japan Ltd.
Townsend Analytics, Ltd.
Transmontaigne, Inc.
TX Tower Inc. (sold)
West Dover, LLC

Potential Parties in Interest (continued)

Credit Suisse
Customer Asset Protection
Dallas County
Direct Energy Business LLC
Direct Energy LLC
Dresdner Kleinwort Group Goldings LLC
Dresdner Kleinwort Group Holdings LLC
East 46th Borrower LLC
EHMD, LLC
Essex Equity Holdings USA, LLC
Factiva, Inc.
Fannie Mae
Federal Express Corporation
Federal Reserve Bank of New York
Fred Hutchinson Cancer Research Center
Fxcn Holdings LLC
Galleon Buccaneer's Offshore LTD
General Electric Capital Corp
Glg Partners LP
Green Tree Servicing Inc.
Green Tree Servicing LLC
Greg Georgas & Mark Grock
Hale Avenue Borrower LLC
Harbert
Harbinger Capital Partners
Harbinger Capital Partners
Harbinger Capital Partners Special Situations Fund LP
Harris County
Henegan Construction Co., Inc.
IGI Resources
ING bank, FSB
Iron Mountain Information Management
J P Morgan Chase Bank, N.A.
Landamerica Financial Group, Inc.

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

Limited Partnerships

Lehman Brothers Private Fund Management LP
Lehman Brothers Private Fund Advisers LP
LB-NL Holdings L.P.
NL Funding, L.P.
Lehman Brothers Holdings Scottish LP
Lehman Brothers Scottish Holdings 2 LP
Lehman Brothers Scottish Holdings 3 LP
Eagle Energy Partners I L.P.
Leveraged Loan Trading Holdings Partners
1180 Raymond
1211 6th Avenue LB Syndication Partner, LP
1745 Broadway LB Syndication Partner LP
A 425 Park Avenue LB Syndication Partner, L.P.
A LB Atlantic Area Portfolio Partner LP
A LB Crescent City LP
A LB DC Area Portfolio Partner LP
A LB Deerwood Property LP
A LB Eastview Center LP
A LB Greensbrook Manor LP
A LB Quail Valley LP
A LB Ravenwood Apartments LP
A LB/L – Lakeside Capital Partners
A Orlando Centre LB Syndication Partner LP
A Sheraton LW-LP
A UK Distribution Holdings, L.P.
1000 Islands Mall LP

Potential Parties in Interest

1301 Properties Owner, LP
250 East Borrower LLC
4Kids Entertainment, Inc.
Abm Industries, Inc.
Accenture LLP
Aig Global Investment Corporation
Ameren et al.
Arapahoe County Treasurer
Bank of China
Bats Holdings, Inc.
BP Canada
BP Energy

Lehman Brothers Private Equity Funds
Mack-Cali Realty LP
McLennan County
Microsoft Licensing
Monument Realty LLC
Moody's Investors Service
Morgan Stanley & Co.
National Bank of Canada
Normandy Hill Capital, LP
Northgate Minerals Corporation
Occidental Energy Marketing, Inc.
Office of Thrift Supervision
Office of Thrift Supervision, Northeast Region
Pursuit Capital Partners Master
Pursuit Capital Partners Master (Cayman) Ltd.
Pursuit Opportunity Fund I Master LTD.
Pursuit Partners
Rock-Forty Ninth LLC, Rockefeller Center et al.
Royal Bank of Scotland
SMBC Capital Markets
Societe Generale
Sumitomo Mitsui Banking Corp.
Sumitomo Mitsui Brussels Branch
Svenska Handelsbanken AB
Tarrant County
The Vanguard Group, Inc.
Thomson Reuters Plc & Thomson Reuters Corp.
Toronto-Dominion Bank
UBS Financial Services
UBS Financial Services of Puerto Rico
UBS International Inc.
Washington Mutual Bank
Washington Mutual, Inc.
Wells Fargo & Co.
Wells Fargo Bank, NA
Wilmington Trust FSB
Bader and Yakaitis P.S.P. and Trust, et al. v. Michael L. Ainslie, et al.,
Breakaway Solutions Inc.
City of Cleveland, Ohio
First Alliance Mortgage Company Class Action
Lehman Brothers Holdings, Inc. Derivative Litigation
Mirant Corporation

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

BP North America
Canadian Imperial Bank
Carrollton-Farmers Branch Independent School District
CD Representative
CD Representative, L.C.
Chevron Natural Gas
CIBC World Market.
CIBC World Markets Inc.
Citibank, NA
Citigroup, Inc.
Collins Building Services, Inc.

Government and State Regulatory Agencies

Commodity Futures Trading Commission

Federal Deposit Insurance Corporation
Federal Energy Regulatory Commission
Financial Industry Regulatory Authority

National Futures Association
New York Stock Exchange
Office of the Comptroller of Financial Institutions
Office of Thrift Supervision
Securities and Exchange Commission
State Bank Commissioner of the State of Delaware
Utah Commissioner of Financial Institutions

Utilities

Con Edison
The Hess Corporation

Competitors

BNP Paribas Securities Corp.
Bank of America Securities LLC
Barclays Capital Inc.
Cantor Fitzgerald & Co.
Citigroup Global Markets Inc.
Credit Suisse Securities (USA) LLC
Daiwa Securities America Inc.
Deutsche Bank Securities Inc.
Dresdner Kleinwort Securities LLC
Goldman, Sachs & Co.
Greenwich Capital Markets, Inc.

Overstock.com, Inc., et al. v. Morgan Stanley & Co., Inc., et al.
Research Analyst Independence
Wright et al. v. Lehman Brothers Holdings Inc. et al.

Other (continued)

Interface Cable Assemblies and Services Corp. a/k/a ICAS
International Advisory Committee of the Federal Reserve Bank of New York
IntraLinks, Inc.
Intuition Publishing, Inc.
Investment Committee of the International Monetary Fund Staff Retirement Plan
Iris Software, Inc.
James W. Giddens
Jarden Corporation
Keane, Inc.
LBAYK
LBREP Lakeside SC Master I, LLC
LBREP/L-SUNCAL MASTER I LLC.
Lewtan Technologies, Inc.
LiquidPoint
Los Angeles City Employees' Retirement System
M. Brian Maher & Basil Maher
Main Street Natural Gas, Inc.
Marble Care
Meridian Comp Of New York, Inc. D/B/A CHD Meridian Healthcare
MGM Mirage/MGM
Michael John Andrew Jervis
Midwest Realty Advisors, LLC
Mirant Corporation
Misys IQ LLC
Motors Insurance Corp.
MSS Distressed & Opportunities 2
MSTD, Inc.
NorthEast

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

HSBC Securities (USA) Inc.
J.P. Morgan Securities Inc.
Merrill Lynch Governmental Securities Inc.
Mizuho Securities USA Inc.
UBS Securities LLC

Other

555 Owners LLC
AboveNet Communications Inc.
Account Temps
Amber Capital Investment Management
America's Development Foundation
Anthony Victor Lomas
AT&T
AT&T Inc.
Australia National Bank
Automated Securities Clearance LLC
Automobile Club Insurance Association
Avaya Inc.
Bay Harbour Management LC
Bay Harbour Master Ltd.
Best Karpet
BHCO Master Ltd
Capgemini Financial Services USA, INC
Chicago Board Options Exchange, Incorporated

Chuo Mitsui Trust & Banking
Cisco Systems Capital Corporation / Cisco Systems, Inc. /
Cisco
Citation
Collexis Holdings, Inc
Community Trust Bancorp Inc.
CorrectNet, Inc.
Council for Excellence in Government
Dan Yoram Schwarzmenn
David Rockefeller Center for Latin American Studies at
Harvard University
DCI Umbrella Fund PLC
Demann
Diversified Credit Investments LLC as agent for the
Government of Singapore Investment Corporation PTD, Ltd
Division Water
Dun & Bradstreet

NPD Group Inc.
NYSE Euronext, Inc.
Plumbers and Pipefitters National Pension Fund.
Quinn Emanuel
Reliance Globalcom Services, Inc.
Rentokil
Republic Waste
RMC
Rockefeller Center Management Corporation
Rockefeller Center North, Inc.
Rockefeller Group Development Corporation
Shareholders of Novastar Financial, Inc.
SkyPower Corporation
Statler Arms Garage LLC
Statler Arms Garage LLC
Steingass
Steven Anthony Pearson
Structure Consulting Group, LLC
Structure Tone Inc.
SuccessFactors, Inc.
Sumitomo Mitsubishi Banking Corporation
Summit Systems, Inc.
Sun Microsystems, Inc.
SunGard
TD Security
The Joint Administrators of the Lehman European Group
Administration Companies
The Liverpool Limited Partnership
The St. Joe Company
The Walt Disney Company / Disney
ThruPoint, Inc.
Time Warner
Tradeweb Markets LLC
Training the Street, Inc.
TransCanada Pipelines Limited
Trophy Hunter Investments Ltd
United Parcel Service, Inc. / UPS
Vail Resorts Inc
Verizon Communications Inc.
WCCV

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships (cont'd)

Elliott Associates, L.P.
Elliott International L.P.
Embarcadero Aircraft Securitization Trust
EMC Corporation
Engineers-Employers Construction Industry Retirement
Trust/Saginaw Police & Fire Pension Board
Federal Home Loan
Ferrari SpA
FX Alliance, LLC
Garber, Staeihr, Locals 302 & 612 of the International
Union of Operating
GE Capital Information Technology Solutions, Inc. d/b/a
IKON Financial Services
GM Canada Foreign Trust
GMAM Investment Funds Trust
Hanover Moving & Storage Co. Inc.
Harvard Law School
Hilliard Farber & Co., Inc.
Hughes Hubbard
Hunstman Corporation
IGS
Illuminating
Informal LBHI Bondholder Group
Institutional Benchmarks

EXHIBIT B

Parties-in-Interest Noted for Court Disclosure

Relationships in Matters Related to These Proceedings

None

Relationships in Unrelated Matters

Debtor

Lehman Brothers Holdings, Inc.

Debtor's Attorneys

Weil Gotshal & Manges LLP

Debtor's Financial Advisors

Lazard Freres & Co., LLC

Debtor's Accountants

Deloitte & Touch USA LLP
Ernst and Young
Price Waterhouse Coopers

Professionals Employed by the Company

Heller Ehrman LLP
McKenna Long & Aldridge LLP
PricewaterhouseCoopers
McKee Nelson
DLA Piper
White & Case
Sidley Austin
Herrick & Feinstein

Debtor's Affiliates (w/in Ch 11)

Lehman Brothers Japan Inc.
Lehman Commercial Paper Inc.

Debtor's Affiliates

Lehman Brothers Private Equity Fund Advisors

Affiliations of Outside Directors

Huntsman Corporation
Institute of International Education

EXHIBIT B

Parties-in-Interest Noted for Court Disclosure (cont'd)

MGM Mirage
New York University
Office Depot, Inc.
Sony Corporation
The Ryland Group, Inc.
Vanderbilt University
W.R. Grace & Co
Weight Watchers International, Inc.

Underwriting Investment Bankers for Debtor's Securities

ABN AMRO Rothschild
Lehman Brothers
Merrill Lynch
UBS Investment Bank

Debtor's Major Shareholders

AXA
FMR LLC

Bank Lenders

J.P. Morgan Chase
Wilmington Trust Company
Mizuho Corporate Bank, Ltd.
The Bank of NY Mellon
The Royal Bank of Scotland, PLC
Metlife

Indenture Trustees

Wilmington Trust

Indenture Trustees' Attorneys

Covington & Burling LLP

100 Largest Unsecured Creditors

125 Broad Street
Allen & Overy
Bank of China
BNP Paribas
CB Richard Ellis Client Account RE Gloa
Citibank N.A. Hong Kong Branch
Citibank, NA
Davis, Polk and Wardwell
Dimension Data

EXHIBIT B

Parties-in-Interest Noted for Court Disclosure (cont'd)

FMR LLC
Hewlett Packard AP (HONG KONG) LIMITED
IBM Corporation
Information Builders Inc.
Linklaters
Linklaters, S.L.
Lloyds Bank
McKee Nelson LLP
Mellon Corporation
Microsoft Licensing, GP
Mizuho Corp.
Morse Group Limited
Paul Weiss
Reuters America Inc.
Reuters Ltd.
Sumitomo Mitsubishi
Sumitomo Mitsubishi Banking Corp
Tata Consultancy Services
Thompson Financial

Secured Creditors

JPMorgan Chase
State Street

Official Creditors' Committee Members

Mizuho Corporate Bank, Ltd.
The Bank of NY Mellon
The Royal Bank of Scotland, PLC.
Wilmington Trust Company

Official Creditors' Committee Attorneys

Milbank, Tweed, Hadley & McCoy LLP

Attorneys for Certain UCC Members

Sheppard Mullin Richter & Hampton (counsel to BNY Mellon)
Vinson & Elkins LLP (counsel to Shinsei Bank)

Members of Ad Hoc or Unofficial Creditors' Committees

Allstate Insurance Co.

Professionals Retained by Significant Creditor Groups

Munsch Hardt Kopf & Harr, P.C.

EXHIBIT B

Parties-in-Interest Noted for Court Disclosure (cont'd)

Akin Gump Strauss Hauer & Feld LLP

Other Significant Parties-in-Interest (as known)

Barclays Bank PLC
Barclays Capital, Inc.

Significant Lessors and Lessees

Clifford Chance US LLP
Telwares, Inc.

50 Largest Bondholders

Allianz Life Insurance Company of North America
American Life Insurance Company
Barclays Global Fund Advisors
Continental Casualty Company
Federated Investors
Fidelity Management and Research
Guardian Life Insurance Company
Hartford Life Insurance Company
ING Investment LLC
Jackson National Life Insurance
Medical Liability Mutual Insurance Company
Metropolitan Life Insurance
Prudential Financial Inc.
Prudential Insurance Company of America
Transamerica Life Insurance Company
UBS Investment KAG
Zurich American Insurance Company

100 Largest Holders of Trade Debt

4 Connections LLC
Agilysys Nj, Inc.
Computer Associates International Inc.
DBRS Inc.
Hewlett Packard Company
Ikon Office Solutions Inc.
Information Builders Inc
KPMG, LLP
Microsoft Corporation
Thomson Financial

Related Entities

R3 Capital Partners

EXHIBIT B

Parties-in-Interest Noted for Court Disclosure (cont'd)

Potential Parties in Interest

Abm Industries, Inc.
Accenture LLP
Ameren et al.
Bank of China
BP Canada
BP Energy
BP North America
Dallas County
Essex Equity Holdings USA, LLC
Factiva, Inc.
Fannie Mae
Federal Express Corporation
Harbinger Capital Partners
Harbinger Capital Partners
Harbinger Capital Partners Special Situations Fund LP
ING bank, FSB
J P Morgan Chase Bank, N.A.
Mack-Cali Realty LP
Microsoft Licensing
Monument Realty LLC
Morgan Stanley & Co.
Royal Bank of Scotland
Societe Generale
Sumitomo Mitsui Banking Corp.
Sumitomo Mitsui Brussels Branch
Washington Mutual Bank
Washington Mutual, Inc.
Wilmington Trust FSB

Litigation and Non-Litigation Claimants

Mirant Corporation
Wright et al. v. Lehman Brothers Holdings Inc. et al.

Government and State Regulatory Agencies

Office of Thrift Supervision
Securities and Exchange Commission

Utilities

Con Edison

EXHIBIT B

Parties-in-Interest Noted for Court Disclosure (cont'd)

Competitors

BNP Paribas Securities Corp.
Bank of America Securities LLC
Barclays Capital Inc.
Citigroup Global Markets Inc.
Credit Suisse Securities (USA) LLC
Deutsche Bank Securities Inc.
Goldman, Sachs & Co.
HSBC Securities (USA) Inc.
J.P. Morgan Securities Inc.
Merrill Lynch Governmental Securities Inc.
Mizuho Securities USA Inc.
UBS Securities LLC

Other

AT&T
AT&T Inc.
Cisco Systems Capital Corporation / Cisco Systems, Inc. / Cisco
Dun & Bradstreet
Elliott Associates, L.P.
Elliott International L.P.
EMC Corporation
Federal Home Loan
Hughes Hubbard
Hunstman Corporation
LBREP/L-SUNCAL MASTER I LLC.
M. Brian Maher & Basil Maher
MGM Mirage/MGM
Mirant Corporation
NYSE Euronext, Inc.
Quinn Emanuel
Sumitomo Mitsubishi Banking Corporation
The Walt Disney Company / Disney
Time Warner
United Parcel Service, Inc. / UPS
Verizon Communications Inc.

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
:
LEHMAN BROTHERS HOLDINGS INC., et al., : 08-13555 (JMP)
:
Debtors. : (Jointly Administered)
-----X

**ORDER UNDER 11 U.S.C. §§ 328(a) AND 1103, FED. R. BANKR. P. 2014,
AND S.D.N.Y. LBR 2014-1 AUTHORIZING EMPLOYMENT AND
RETENTION OF FTI CONSULTING INC., AS FINANCIAL ADVISOR
TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF LEHMAN
BROTHERS HOLDINGS INC., ET AL., EFFECTIVE AS OF SEPTEMBER 17, 2008**

Upon the Application, dated October 21, 2008 (the “Application”), of the Official Committee of Unsecured Creditors (the “Creditors’ Committee”), appointed in the above-captioned chapter 11 cases of Lehman Brothers Holdings Inc., and its affiliated debtors and debtors in possession (collectively, “Lehman” or the “Debtors”) for an order authorizing the Creditors’ Committee to retain and employ FTI Consulting Inc. (“FTI”), effective as of September 17, 2008, as financial advisor for the Creditors’ Committee in the above-captioned cases, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”) and rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 2014-1 of the Local Bankruptcy Rules for the District of New York (the “Local Rules”); and the Court having considered the Affidavit of Michael Eisenband, sworn to October 21, 2008 (the “Eisenband Affidavit”), in connection with the Application; and the Court being satisfied based on the representations in the Application and the Eisenband Affidavit, that FTI does not represent any other entity having an adverse interest in connection with the case within the meaning of section 1103(b) of the Bankruptcy Code and is “disinterested” as defined in section 101(14) of the Bankruptcy Code; and the Court having jurisdiction to consider the Application and the relief requested

therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Judges of the United States District Court for the Southern District of New York (Ward, Acting C.J.), dated July 10, 1984; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is granted to the extent provided herein; and it is further

ORDERED, that all compensation and reimbursement of expenses to be paid to FTI, shall be subject to prior approval of this Court in accordance with the requirements under §§ 330 and 331 of the Bankruptcy Code and the order of this Court which establishes procedures for monthly compensation and reimbursement of expenses; and it is further

ORDERED, that the United States Trustee retains all rights to object to FTI's interim and final fee applications (including expense reimbursement) on all grounds including but not limited to the reasonableness standard provided for in Section 330 of the Bankruptcy Code; and it is further

ORDERED, that all requests of FTI for payment of indemnity pursuant to the Engagement shall be made by means of an application (interim or final as the case may be) and shall be subject to review by the Court to ensure that payment of such indemnity conforms to

the terms of the Engagement and is reasonable based upon the circumstances of the litigation or settlement in respect of which indemnity is sought, provided, however, that in no event shall FTI be indemnified in the case of its own bad-faith, self-dealing, breach of fiduciary duty (if any), gross negligence or willful misconduct; and it is further

ORDERED, that in no event shall FTI be indemnified if the Debtor or a representative of the estate, asserts a claim for, and a court determines by final order that such claim arose out of, FTI's own bad-faith, self-dealing, breach of fiduciary duty (if any), gross negligence, or willful misconduct; and it is further

ORDERED that in the event FTI seeks reimbursement for attorneys' fees pursuant to the terms of the Engagement, the invoices and supporting time records from such attorneys shall be included in FTI's own application and such invoices and time records shall be subject to the United States Trustee's guidelines for compensation and reimbursement of expenses and the approval of the Bankruptcy Court under the standards of sections 330 and 331 of the Bankruptcy Code; and it is further

ORDERED that to the extent this Order is inconsistent with the Engagement or the Application, this Order shall govern; and it is further

ORDERED that this court shall retain jurisdiction with respect to all matters arising or related to the implementation of this order; and it is further

Dated: New York, New York
_____, 2008

UNITED STATES BANKRUPTCY JUDGE